

12. Deny the allegations of Paragraph 12 of the Counterclaim.
13. Admit the allegations of Paragraph 13 of the Counterclaim.
14. Deny the allegations of Paragraph 14 of the Counterclaim.
15. Counter-Plaintiff reasserts its prior assertions. To the extent a further response is required, the allegations of Paragraph 15 are denied.
16. Deny the allegations of Paragraph 16 of the Counterclaim.
17. Deny the allegations of Paragraph 17 of the Counterclaim.
18. Morehead has insufficient knowledge to either admit or deny the allegations of Paragraph 18 of the Counterclaim, and therefore the allegations are denied.
19. Deny the allegations of Paragraph 19 of the Counterclaim.
20. Deny the allegations of Paragraph 20 of the Counterclaim.
21. Deny the allegations of paragraph 21 of the Counterclaim.
22. Counter-Plaintiff reasserts its prior assertions. To the extent a further response is required, the allegations of Paragraph 15 are denied.
23. Deny the allegations of Paragraph 23 of the Counterclaim.
24. Admit the allegations of Paragraph 24 of the Counterclaim.
25. Deny the allegations of Paragraph 25 of the Counterclaim.
26. Deny the allegations of Paragraph 26 of the Counterclaim.

GENERAL DENIAL

27. Deny each and every allegation of the Counterclaim, save and except those allegations expressly admitted herein to be true and those allegations that constitute an admission against the interests of Counter-Plaintiffs.

AFFIRMATIVE DEFENSES

Without assuming the burden of proof as to any matter on which Counterclaim Plaintiffs bear such burden, and without waiving any of the specific denials set forth in the Answer above, Counter-Defendant's state and allege for its additional and/or affirmative defenses as follows:

28. Counter-Plaintiffs fail to state a claim on which relief can be granted.
29. Counter-Plaintiffs did not and cannot suffer any damages in connection with the conduct they attribute to Counter-Defendant in the Counterclaim.

30. Counter-Defendant acted in good faith, with ordinary care and prudence, and did not violate any laws or contractual agreements.

31. Counter-Defendant is estopped from claiming damages in this matter.

32. Counter-Defendant is barred from discovery under the doctrines of unclean hands and laches.

33. Counter-Defendant reserves the right to assert additional affirmative defenses.

DATED this 11th day of May, 2022.

KIMBERLY MOREHEAD, Plaintiff/Counter-Defendant

BY /s/Raymond R. Aranza

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 11th day of May, 2022, I electronically filed the foregoing with the Clerk of the United States District Court using the CM/ECF system, which sent notification of such filing to all parties:

/s/Raymond R. Aranza

Raymond R. Aranza, #18523